

Hearing Date: September 20, 2023, at 11:00 a.m. (prevailing Eastern Time)
Objection Deadline: September 13, 2023, at 4:00 p.m. (prevailing Eastern Time)

PAUL HASTINGS LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CELSIUS NETWORK LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10964 (MG)

(Jointly Administered)

**NOTICE OF APPLICATION OF CERTAIN CURRENT AND FORMER EMPLOYEES
TO JOIN, AND TO SCHEDULE A STATUS CONFERENCE REGARDING, THE
DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE
DEBTORS TO ENTER INTO WITNESS COOPERATION AGREEMENTS WITH
CERTAIN CURRENT AND FORMER EMPLOYEES, (II) AUTHORIZING
REIMBURSEMENT OF PAST AND FUTURE OUT-OF-POCKET EXPENSES OF
COOPERATING WITNESSES, INCLUDING ATTORNEY'S FEES, AND
(III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE, that on August 30, 2023, certain current and former employees filed an application to join, and to schedule a status conference regarding, the *Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd. (1209); GK8 UK Limited (0893); and GK8 USA LLC (9450). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and (III) Granting Related Relief [Docket No. 2147] (the "Reimbursement Motion") and the *Notice of Filing of Revised Proposed Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and (III) Granting Related Relief* [Docket No. 2643] (the "Revised Order"), seeking authorization for reimbursement of out-of-pocket expenses and attorneys' fees for current and former employees (the "Application"). A hearing on the Application is scheduled to be heard before the Honorable Martin Glenn of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in Room 523, One Bowling Green, New York, New York, 10004, on **September 20, 2023 at 11:00 a.m. (prevailing Eastern Time)** (the "Hearing").

PLEASE TAKE FURTHER NOTICE that the Hearing will take place in a hybrid fashion both in person and via Zoom for Government. Those wishing to participate in the Hearing in person may appear before the Honorable Martin Glenn, Chief United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York, in Courtroom No. 523, located at One Bowling Green, New York, New York 10004-1408. For those wishing to participate remotely, in accordance with General Order M-543 dated March 20, 2020, the Hearing will be conducted remotely using Zoom for Government. Parties wishing to appear at the Hearing, whether making a "live" or "listen only" appearance before the Court, need to make an electronic appearance (an "eCourtAppearance") through the Court's website at <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. When making an eCourtAppearance, parties must specify whether they are making a "live" or "listen only" appearance. Electronic

appearances (eCourtAppearances) need to be made by **4:00 p.m. (prevailing Eastern Time) the business day before the Hearing (i.e., on Tuesday, September 19, 2023).**

PLEASE TAKE FURTHER NOTICE that due to the large number of expected participants in the Hearing and the Court's security requirements for participating in a Zoom for Government audio and video hearing, all persons seeking to attend the hearing at 11:00 a.m., prevailing Eastern Time, on September 20, 2023, must connect to the Hearing beginning at 10 a.m., prevailing Eastern Time, on September 20, 2023. When parties sign in to Zoom for Government and add their names, they must type in the first and last name that will be used to identify them at the Hearing. Parties that type in only their first name, a nickname or initials will not be admitted into the Hearing. When seeking to connect for either audio or video participation in a Zoom for Government hearing, you will first enter a "Waiting Room" in the order in which you seek to connect. Court personnel will admit each person to the Hearing from the Waiting Room after confirming the person's name (and telephone number, if a telephone is used to connect) with their eCourtAppearance. Because of the large number of expected participants, you may experience a delay in the Waiting Room before you are admitted to the Hearing.

PLEASE TAKE FURTHER NOTICE that any response or objections to the Application (each, an "Objection") shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and all General Orders applicable to Chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York; and (c) be filed with the Bankruptcy Court on the docket of *In re Celsius Network LLC*, No. 22-10964 (MG) by registered users of the Court's electronic filing system and in accordance with General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York (which are available on the Court's

website at <http://www.nysb.uscourts.gov>); and (d) be served in accordance with the *Second Amended Final Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 2560] (the “Case Management Order”) by September 13, 2023 at 4:00 p.m. EST (prevailing Eastern Time) (the “Objection Deadline”) to: (i) the entities on the Master Service List (as defined in the Case Management Order and available on the case website of the Debtors at <https://cases.stretto.com/celsius>); and (ii) any person or entity with a particularized interest in the subject matter of the Application.

PLEASE TAKE FURTHER NOTICE that only those responses or objections that are timely filed, served, and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order granting the Application.

PLEASE TAKE FURTHER NOTICE that if no Objection or other responses are timely filed and served with respect to the Application, the certain current and former employees, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form annexed as **Exhibit A** to the Application, which order the Bankruptcy Court may enter without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates in open court at the Hearing.

PLEASE TAKE FURTHER NOTICE that copies of the Motion and other pleadings filed in these Chapter 11 cases may be obtained free of charge by visiting the website of Stretto at <https://cases.stretto.com/celsius>. You may also obtain copies of the Application and other pleadings filed in these Chapter 11 cases by visiting the Court’s website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

New York, New York

Dated: August 30, 2023

/s/ Avi Weitzman

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CELSIUS NETWORK LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10964 (MG)

(Jointly Administered)

**APPLICATION OF CERTAIN CURRENT AND FORMER EMPLOYEES TO JOIN,
AND TO SCHEDULE A STATUS CONFERENCE REGARDING, THE DEBTORS'
MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO
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This is an application by certain current and former employees who are also cooperating witnesses to join, and to schedule a status conference regarding, the *Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and (III) Granting Related Relief* [Docket No. 2147] (the "Reimbursement Motion") and the *Notice of Filing of Revised Proposed Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and (III) Granting Related Relief* [Docket No. 2643] (the "Revised Order"), seeking authorization for reimbursement of out-of-pocket expenses and attorneys' fees for current and former employees. These cooperating witnesses are the real parties in interest in connection with the Debtors' application, given the request to reimburse the legal fees and expenses incurred to represent them, and their need for ongoing representation by pool counsel, which would be compromised in the event their legal fees are unreimbursed. Such reimbursement is appropriate and necessary given that these employees have played an essential role in numerous investigations of wrongdoing that have been conducted by the Debtors, the Unsecured Creditors Committee ("UCC"), the court-appointed examiner Shoba Pillay ("Examiner"), and numerous government agencies. It is also anticipated that a number of these cooperating witnesses may be asked to continue to help prosecute claims brought by a number of government agencies, as well as the litigation trust on behalf of the Debtor and UCC, to the benefit of the estate and all creditors. Failure to pay their legal fees in connection with such cooperation could undermine future efforts at cooperation, and part or all of the fees they incur in connection with the UCC's, the Debtors', or the governments'

investigations and prosecutions of claims is unlikely to be reimbursed by any Directors and Officers insurance policy.

The Debtors have stated that they are considering withdrawing their application for reimbursement of fees, despite the fact that the Cooperating Witnesses, as defined in the Reimbursement Motion, and their counsel have relied, in good faith, on the Debtors' representation that they will seek to reimburse their legal fees and extensively cooperated with the various investigations, to the benefit of the estate and its creditors. The stated reason Debtors are considering withdrawing the application at this point—despite their contention that reimbursement of cooperating witness fees “is crucial to the implementation of a restructuring plan and successful emergence from chapter 11” [Dkt. No. 2146 at 4]—is because “the writing [is] on the wall that th[e] motion [for reimbursement] may not be approved.” 8/14/23 Tr. at 126. Based upon the record, however, the Court gave no such indication, but rather stated that the Debtors can either withdraw the motion or “put it back on for a hearing and I’ll hear it expeditiously.” 8/14/23 Tr. at 127. As the real parties in interest and beneficiaries of the proposed reimbursement and representation by independent pool counsel, the cooperating witnesses would like to be heard on this application, and therefore request to join it.

I. Background

On February 28, 2023, the Debtors filed a motion seeking entry of an order (i) authorizing the Debtors to enter into witness cooperation agreements with certain current and former employees, (ii) authorizing reimbursement of past and future out-of-pocket expenses of cooperating witnesses, including attorney’s fees, and (iii) granting related relief. *See* Dkt. No. 2147. After the filing of objections by the UCC and U.S. Trustee, the Debtors filed a revised proposed order that resolved questions and concerns from the UCC. *See* Dkt. No. 2643. The

revised proposal requested authorization, among other things, to reimburse certain qualified current and former employees (referred to as “Eligible Individuals”) for legal fees and other out-of-pocket expenses incurred in connection with their cooperation with various investigations conducted by the Debtors, the UCC, the Examiner, and government agencies. The proposed reimbursement of *past* legal fees and costs for Eligible Individuals was capped at \$2.5 million, and proposed reimbursement for *future* legal fees and expenses was capped at \$90,000 in the aggregate per Eligible Individual, with all payments on account of Future Reimbursement Requests capped at an aggregate of \$1.5 million. *See* Dkt. No. 2643. The UCC consented to this Debtors’ revised application, but we understand that the United States Trustee maintained his prior objection. *See* Dkt. No. 2230.

This Joinder Application is filed on behalf of a number of former officers and employees of the Debtors represented by Paul Hastings, including the former Chief Financial Officer, former Chief Risk Officer, former global head of Treasury, former Vice President of Lending, former head of Internal Audit, former CEO of Celsius Mining, and former Chief Security Officer. Paul Hastings also represents a number of current employees, including the Chief Compliance Officer and Chief Human Resources Officer. The Cooperating Witnesses have been cooperative with one or more investigations by the Debtors, the Examiner, the UCC, the U.S. Attorney’s Office (the “USAO”), the Securities and Exchange Commission (the “SEC”), and the Commodity Futures Trading Commission (“CFTC”) (collectively, the “Investigations”). In connection with these Investigations, several of these Cooperating Witnesses have voluntarily sat for interviews for many hours with the Debtors, Examiner, UCC, and criminal authorities and civil regulators to answer questions about the Debtors’ business operations.

It is also anticipated that several of the Cooperating Witnesses may be asked to cooperate and testify in connection with future proceedings by the Debtors and the UCC, including the upcoming equitable subordination trial, as well as potentially in criminal and/or civil proceedings brought by the USAO, SEC, or CFTC. Indeed, the Debtors and UCC have identified in their initial disclosures numerous Cooperating Witnesses as having discoverable information relevant to the Debtors' claims in this case, and thus may likely be deposed in the Equitable Subordination matter.

II. The Assistance of the Cooperating Witnesses Has Greatly Benefitted the Debtors and Helped Advance Numerous Investigations

As the Debtors have acknowledged, the Cooperating Witnesses have played important roles in the various ongoing Investigations and their cooperation has benefitted the Estate. *See* Dkt. 2147 ¶1 (“Certain of the Debtors’ current and former employees have played a vital role in cooperating with numerous ongoing Investigations into the Debtors’ prepetition business practices, and such cooperation is expected to continue, if not intensify.”). The extent of the Cooperating Witnesses’ involvement reflects their unique knowledge and understanding of the Debtors’ business and the events leading up to the bankruptcy filing. The Cooperating Witnesses have held diverse positions at the Debtors, in various departments, including within finance, technology, treasury, and in legal and compliance roles. Their knowledge of the Debtors’ operations and relevant events that resulted in numerous lawsuits has proven central to this restructuring, ongoing efforts to preserve value of the Debtors’ estates and return value to unsecured creditors, and to the advancement of a number of government investigations. As the Debtors have highlighted, these and other Cooperating Witnesses’ contributions have been incredibly meaningful to the Debtors and creditors, resulting in the “production of over 200,000 documents, over 1,000 individual diligence requests answered, weekly calls with the Committee, daily interactions between the Debtors’ advisors and the Committee, and a number of in-person

meetings with the Committee, the Examiner, and government agencies.” Dkt. No. 2147 ¶15. The Cooperating Witnesses’ information and cooperation has substantially advanced these Chapter 11 proceedings and the Investigations, as the Debtors have acknowledged. *See* Dkt. No. 2147 ¶ 37 (“Given that the aim of these chapter 11 cases is to reorganize the Debtors’ business and emerge from bankruptcy as an efficient and compliant business, these proceedings, the Investigations, and the respective cooperation of the employees are crucial in preserving the value of the Debtors’ estates.”)

The cooperation and assistance of the Cooperating Witnesses has come at a steep cost. The Cooperating Witnesses have retained counsel that have collectively devoted hundreds of hours investigating the facts, preparing witnesses for interviews, reviewing documents, and producing documents to the Debtors and government regulators. The Cooperating Witnesses have invested substantial time to support the Debtors and unsecured creditors through the Chapter 11 cases and to assist the government in its various investigations. Several of the Cooperating Witnesses did so despite the fact that they had already left the employment of the Debtors and had no legal obligation to assist. Rather, they did so voluntarily because they were committed to preserve the Estate’s value, for the benefit of all creditors. These Cooperating Witnesses willingly and voluntarily collectively spent hundreds of hours preparing for and participating in interviews by the Examiner, the UCC, Special Committee, and various government agencies. To be sure, none of the Cooperating Witnesses has been sued or implicated in wrongdoing in the criminal and civil cases brought by the USAO, SEC, CFTC and Federal Trade Commission (“FTC”). Nonetheless, “[g]iven that Cooperating Witnesses are providing testimony and information relevant to ongoing criminal investigations,” the Debtors agreed that “it is necessary and appropriate for them to have

individual counsel to advise them in connection with interviews related to Celsius.” Dkt. 2147 at ¶ 2.

Further, assistance from the Cooperating Witnesses is expected to continue. A number of criminal and civil proceedings are already pending, and additional civil proceedings are expected to be filed. It is anticipated that several of the Cooperating Witnesses will be called upon to assist in connection with these suits, including to testify in depositions and upcoming civil and criminal trials. *See* Dkt. 2147 at ¶ 3 (“Cooperating Witness participation in Investigations is expected to continue if not intensify going forward” including in connection with the prosecution of claims by the Litigation Trust and in connection with various state and federal regulatory cases). Given potential exposure, it is important that the Cooperating Witnesses are represented during these proceedings. The Cooperating Witnesses’ participation in these proceedings is thus fundamental to successful resolution of the various proceedings.

III. Absent Reimbursement of Legal Fees, the Cooperating Witnesses May Be Unable to Pay for Legal Counsel, Which Would Be Undermine their Ongoing Assistance.

As stated, it is anticipated that the Cooperating Witnesses may be asked to provide testimony and other assistance in pending or future civil and criminal proceedings. Given the complexity of the issues in this case, the Cooperating Witnesses have been assisted by independent counsel able to navigate the complexity of these proceedings. Kirkland & Ellis LLP (“Kirkland”) has served as counsel to the Debtors, not the individuals, and as the Debtors have acknowledged, Kirkland cannot represent the Cooperating Witnesses due to divergent interests. *See* Dkt. No. 2653 ¶ 3 (“Kirkland cannot represent any Eligible Individuals in their individual capacity as such representation would be a conflict of interest...”); Dkt. No. 2653 ¶ 10 (“Kirkland has a responsibility to the Company that differs from any responsibility to individual employees. As such, current and former employees cooperating in the Investigations often, if not always, require

their own counsel to ensure that their own interests are adequately protected.”). “This is neither unusual nor surprising and it is appropriate for the Debtors to reimburse these employees for their incursion of additional Expenses related to these Investigation.” Dkt. No. 2653 at 6-7.

Pool counsel for the Cooperating Witnesses has not received any reimbursement of legal fees since late 2022, after the pre-petition retainer provided by the Debtors had been exhausted. Unless counsel is reimbursed for the remaining fees, the Cooperating Witnesses may be without independent counsel to represent their interests and assist with their cooperation. If, as expected, many of the Cooperating Witnesses cannot afford to pay for separate counsel in the event that Pool Counsel is forced to withdraw, it is possible that a number of Cooperating Witnesses will be unrepresented going forward. Given the myriad of ongoing investigations and proceedings, including the criminal indictment of individuals, it is not surprising that any witness—even ones who have engaged in no wrongdoing—would nonetheless be wary of further cooperation without counsel. Worse yet, this could also prove personally damaging given the potential legal exposure for current and former employees of Celsius. Being unrepresented could prove harmful to their efforts to cooperate on an ongoing basis with various suits and investigations prosecuted on behalf of the Debtors, creditors, and government authorities. It would be incredibly prejudicial to expect Cooperating Witnesses, who gain nothing from testifying in relation to these proceedings, to fund their own legal-related expenses, particularly where, as the Debtor acknowledged, cooperating with the Investigations is outside the employees’ scope of employment but yet incredibly helpful to the recovery for Creditors. *See* Dkt. No. 2653 ¶13.

Pool counsel thus is best positioned to continue working with the Cooperating Witnesses, ensuring that that Cooperating Witnesses are fully prepared and have access to all relevant materials, including materials present on personal devices, and confirming that any testimony is

comprehensive and fully accurate. This reality was underscored by the Debtors: “Enabling cooperation from the Eligible Individuals through the Reimbursement Procedures . . . will materially accelerate the Investigations and could assist the Litigation Administrators, which would inure to the benefit of the Debtors and their stakeholders.” Dkt. No. 2653 ¶1. By contrast, “if the Debtors do not assist with the Expenses that Cooperating Witnesses have incurred in connection with their ongoing cooperation with the Investigations, employees are likely to stop voluntarily cooperating with the Investigations. Such refusal to cooperate would greatly hinder the Debtors’ ability to emerge from chapter 11.” Dkt. No. 2653 ¶33. Such an outcome is entirely avoidable and unnecessary, and reimbursing the legal fees and expenses associated with the independent legal representation of Cooperating Witnesses is a logical and sensible resolution.

At the Court’s August 14, 2023 conference, Debtors’ counsel claimed that the Debtors’ motion for reimbursement is delaying the processing of insurance claims submitted by these Cooperating Witnesses, and raised the possibility of withdrawing the Debtors’ reimbursement motion. Counsel stated that the pendency of that motion is “starting to become a bit of a hindrance for these employees” and is “stopping them [the cooperating witnesses] from receiving a recovery from the D&O insurance.” (Aug. 14, 2023 Tr. at 126). That statement is incomplete. While it is correct that D&O insurers have orally stated that certain legal fees incurred by some cooperating witnesses (e.g., fees incurred in connection with the UCC investigation) cannot be reimbursed by D&O insurers due to the Debtors’ willingness to reimburse those fees, as reflected in the Reimbursement Motion, those fees would not be reimbursed by the D&O insurers in any event because voluntary requests for information and interviews by the Debtors, UCC and Examiner are not subject to reimbursement under the applicable D&O insurance policies. Thus, any legal work done in connection with these Cooperating Witnesses’ cooperation with non-governmental

investigations will not be reimbursed by the D&O insurers, whether or not Debtors' Reimbursement Motion is granted. The only path to reimbursement for a substantial portion of the legal fees incurred for the Cooperating Witnesses to assist the Debtors and UCC is through the Debtors' reimbursement application. Thus, far from expediting reimbursement, the Debtors' proposed withdrawal of their Reimbursement Motion would result in many of the Cooperating Witnesses having unreimbursed legal fees, resulting in potential withdrawal by pool counsel and Cooperating Witnesses potentially being unrepresented.

Rather than withdraw or deny the Debtors' reimbursement application, the Court should instead grant the Debtors' reimbursement application on an expedited basis, to permit continued representation of the Cooperating Witnesses.

IV. Conclusion

Accordingly, for the reasons set forth above and in the Debtors' submissions authorizing reimbursement of past and future out-of-pocket expenses of cooperating witnesses, the Cooperating Witnesses respectfully request to join the Debtors' application for reimbursement and for the Court to schedule a status conference to approve the Revised Order (Dkt. 2643).

New York, New York
Dated: August 30, 2023

/s/ Avi Weitzman

Paul Hastings, LLP

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Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CELSIUS NETWORK LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10964 (MG)

(Jointly Administered)

**ORDER GRANTING APPLICATION OF CERTAIN CURRENT AND FORMER
EMPLOYEES TO JOIN, AND TO SCHEDULE A STATUS CONFERENCE
REGARDING, THE DEBTORS' MOTION FOR ENTRY OF AN ORDER (I)
AUTHORIZING THE DEBTORS TO ENTER INTO WITNESS COOPERATION
AGREEMENTS WITH CERTAIN CURRENT AND FORMER EMPLOYEES, (II)
AUTHORIZING REIMBURSEMENT OF PAST AND FUTURE OUT-OF-POCKET
EXPENSES OF COOPERATING WITNESSES, INCLUDING ATTORNEY'S FEES,
AND (III) GRANTING RELATED RELIEF**

Upon consideration of the application by certain current and former employees who are also cooperating witnesses to join, and to schedule a status conference regarding, the *Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and (III) Granting Related Relief* [Docket No. 2147] (the "Reimbursement Motion") and the *Notice of Filing of Revised Proposed Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and*

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(III) *Granting Related Relief* [Docket No. 2643] (the “Revised Order”), seeking authorization for reimbursement of out-of-pocket expenses and attorneys’ fees for current and former employees (the “Application”);² and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, entered February 1, 2012; and this Court having the power to enter a final order consistent with Article III of the United States Constitution; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Application having been provided; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Application is in the best interest of the Debtors, their estates, and stakeholders; and after due consideration and sufficient cause appearing therefor; Now, therefore, it is hereby:

ORDERED, that the Application is GRANTED and that Adrian Alisie, Amir Ayalon, Tal Bentov, Rod Bolger, Shiran Kleiderman, Jason Perman, Trunshedda Ramos, and Rodney Sunada-Wong (the “Cooperating Witnesses”) are permitted to join the Reimbursement Motion filed by Debtors; and it is further

ORDERED, that a hearing on the Debtors’ Reimbursement Motion, now joined by the Cooperating Witnesses, shall be held before the Honorable Martin Glenn of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), in Room 523, One Bowling Green, New York, New York, 10004, on **September 20, 2023 at 11:00 a.m. EST (prevailing Eastern Time)**.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

_____, 2023, at _____.

DATED: September __, 2023

HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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Debtors.

Chapter 11

Case No. 22-10964 (MG)

(Jointly Administered)

CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2023, a true and correct copy of the foregoing *Application of Certain Current and Former Employees to Join, and to Schedule a Status Conference Regarding, the Debtors' Motion For Entry of an Order (i) Authorizing The Debtors to Enter Into Witness Cooperation Agreements with Certain Current and Former Employees, (ii) Authorizing Reimbursement of Past and Future Out-Of-Pocket Expenses Of Cooperating Witnesses, Including Attorney's Fees, and (iii) Granting Related Relief* (the "Application") was

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caused to be served via the Court's CM/ECF system on all parties authorized to receive electronic notice in this chapter 11 case.

Additionally, a true and correct copy of the Application was caused to be served via email or first-class mail to the parties identified on the service list attached hereto as **Exhibit 1**.²

New York, New York
Dated: August 30, 2023

/s/ Avi Weitzman

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² To the extent that the foregoing was filed outside regular business hours, service by mail on parties with no known email listed was made on the next business day.

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